

HELM
FINANCIAL CORPORATION

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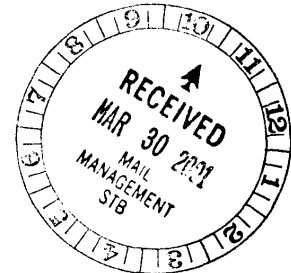
March 29, 2001

RECORDATION NO. 23449 FILED

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

APR 03 '01 11-50 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams: *ad*

Enclosed are ~~two~~ ^{three} (3) originals of a Memorandum of Locomotive Lease Agreement dated as of March 2, 2001 which is intended to evidence that certain Locomotive Lease Agreement dated as of March 2, 2001 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: New Brunswick Southern Railway
Company Limited
11 Gifford Road
St. John, N.B., Canada EZM 4X7

A short summary of the document to appear in the index follows:

Memorandum of Locomotive Lease Agreement dated March 2, 2001 between **Helm Financial Corporation** as Lessor and **New Brunswick Southern Railway Company Limited** as Lessee, covering eight (8) locomotives with the following marks and numbers: **HATX 175, 176; HLCX 3668-3670 and HATX 412, 416 and 420.**

Please file this memorandum as a primary document and return ~~the~~ ^{INC 2} (2) stamped original to my attention. A check covering the twenty-eight dollar (\$28.00) filing fee is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

**MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT**

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of March 2, 2001 and is intended to evidence that certain Locomotive Lease Agreement dated as of March 2, 2001 ("Lease") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **NEW BRUNSWICK SOUTHERN RAILWAY COMPANY LIMITED**, a New Brunswick corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives, more fully described in Schedule A hereto (the "**Units**"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

Subject to Section 19(b) of the Lease, the Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

Title: President

LESSEE

**NEW BRUNSWICK SOUTHERN
RAILWAY COMPANY LIMITED**

By: 

Print Name: Dale Thibodeau

Title: General Manager

RECORDATION NO. 23449 FILED

APR 03 '01 11:50 AM

SURFACE TRANSPORTATION BOARD

LPS

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Unit Numbers:

1. HATX 175
2. HATX 176
3. HLCX 3668
4. HLCX 3669
5. HLCX 3670
6. HATX 416
7. HATX 420
8. HATX 412

Type :

- GP38-AC
- GP38-AC
- GP38
- GP38
- GP38
- GP40
- GP40
- GP40

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 6, 2001, before me, Matthew M. Ogburn,
personally appeared John F. Dains, President of
HELM FINANCIAL CORPORATION,
personally known to me

-OR-

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Matthew M. Ogburn

SIGNATURE OF THE NOTARY
[Notarial Seal]



PROVINCE OF NEW BRUNSWICK

COUNTY OF SAINT JOHN

On March 2, 2001, before me, Dale Thibodeau, personally appeared
General Manager of
NEW BRUNSWICK SOUTHERN RAILWAY COMPANY LIMITED,

proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that
he executed the same in his authorized capacity, and that by his signature on the instrument the
person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

L. Philippe Denis

L. Philippe Denis
SIGNATURE OF THE NOTARY
[Notarial Seal]